




**SO ORDERED.**

**SIGNED this 16th day of June, 2010.**

  
LEIF M. CLARK  
UNITED STATES BANKRUPTCY JUDGE

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

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**In re:**

**AGE REFINING, INC.**

**Debtor.**

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**CHAPTER 11 CASE**

**CASE NO. 10-50501-LMC**

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**AGREED ORDER GRANTING MOTION TO APPOINT A CHAPTER 11 TRUSTEE**

Upon consideration of the agreement reached among AGE Refining, Inc. (the “**Debtor**”), Chase Capital Corporation and JPMorgan Chase Bank, N.A. (collectively, “**Chase**”), and the Official Committee of Unsecured Creditors (the “**Committee**,” and together with the Debtor and Chase, the “**Parties**”); and the Court finding that (i) it has jurisdiction over the matters raised herein; (ii) this is a core proceeding; (iii) adequate notice has been given and no other or further notice is necessary; and (iv) upon the record herein, after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein, it is therefore:

ORDERED that, by agreement of the undersigned Parties, as announced on the record, and pursuant to 11 U.S.C. § 1104, a chapter 11 trustee shall be appointed. Pursuant to 11 U.S.C. § 1104(d), the United States Trustee, after consultation with relevant parties-in-interest, shall appoint, subject to this Court's approval, a disinterested person to serve as chapter 11 trustee; and it is further

ORDERED that entry of this Agreed Order and/or the agreement between the Parties memorialized hereby shall not serve as an admission to any of the allegations set forth in the *Motion of Chase and the Committee to Appoint a Chapter 11 Trustee*, as supplemented [Dkt. Nos. 291 and 329], or any other pleading filed in connection with this contested matter; and it is further

ORDERED that the Expiration Date, as that term is defined in paragraph 97 of the *Amended Final Agreed Order Authorizing Limited Use of Cash Collateral, Obtaining Credit by Secured Liens, and Granting Adequate Protection to Existing Lienholders* [Dkt. No. 113] (the "**Financing Order**"), is hereby extended to the earlier of: (i) the closing of a sale approved by an order of this Court pursuant to 11 U.S.C. § 363; (ii) the effective date of a plan confirmed by an order of this Court pursuant to 11 U.S.C. § 1129; or (iii) September 30, 2010, at 4:00 p.m. prevailing Central time; and it is further

ORDERED that neither the foregoing extension of the Expiration Date or the appointment of a chapter 11 trustee pursuant to this Agreed Order shall constitute an event of default under the Financing Order or the *Debtor in Possession Financing Amendment and Second Amendment to Amended and Restated Credit Agreement* (as approved by the Financing Order, the "**DIP Financing Agreement**"); and it is further

ORDERED that, with the exception of the appointment of a chapter 11 trustee and the extension of the Expiration Date, all other of the Parties' respective rights, claims, defenses and remedies under the Financing Order and the DIP Financing Agreement are hereby expressly reserved; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Agreed Order; and it is further

ORDERED that this Agreed Order is effective immediately upon its entry.

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Agreed Order submitted by:

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By /s/ Steve A. Peirce

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